

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

MAUREEN STEWART, an individual, and  
KELLY LAMICELLA, an individual, on behalf of  
themselves and all others similarly situated, and  
ROES 1 through 100, inclusive,

Plaintiffs,

-against-

BEAM GLOBAL SPIRITS & WINE, INC., a  
corporation; JIM BEAM BRANDS CO.,  
BETHENNY FRANKEL, and DOES 1 through  
100, inclusive,

Defendants.

CASE NO.: 1:11-cv-05149 (NLH) (KMW)

**JOINT ATTORNEY CERTIFICATION IN RESPONSE TO  
THE COURT'S APRIL 5, 2012 ORDER TO SHOW CAUSE**

This Joint Attorney Certification in Response to the Court's April 5, 2012 Order to Show Cause is submitted by the undersigned counsel for Plaintiffs Maureen Stewart and Kelly Lamicella, and Defendants Skinny Girl Cocktails, LLC, and SGC Global, LLC, Beam Global Spirits & Wine LLC, formerly known as Beam Global Spirits & Wine, Inc., Jim Beam Brands Co., and Bethenny Frankel in response to the Court's April 5, 2012 Order to Show Cause. The undersigned counsel hereby certify that they have each researched the matter with their clients, and based upon information they have obtained from their respective clients, they represent as follows as to their respective clients:

The Court has subject matter jurisdiction of this action pursuant to the Class Action Fairness Act of 2011 ("CAFA"). CAFA creates federal jurisdiction over lawsuits in which "the matter in controversy exceeds the sum or value of \$5,000,000, exclusive of interest and costs, and is a class action in which . . . any member of a class of plaintiffs is a citizen of a State

different from any defendant[.]" 28 U.S.C. § 1332(d)(2)(A). CAFA requires only minimal diversity, namely that "any member of a class of plaintiffs is a citizen of a State different from any defendant . . ." 28 U.S.C. § 1332(d)(2)(A). As the Third Circuit has explained, the citizenship of a natural person is based on the "state where she is domiciled"; the citizenship of a corporation is determined by either "the state where it is incorporated" or "the state where it has its principal place of business"; and the citizenship of a limited liability company is a "determined by the citizenship of [each of] its members." *See Zambelli Fireworks Mfg. Co., Inc. v. Wood*, 592 F.3d 412, 418-20 (3d Cir. 2010), and *Swiger v. Allegheny Energy, Inc.*, 540 F.3d 179, 182 (3d Cir. 2008). CAFA, however, contains a specific provision regarding the citizenship of unincorporated associations. Section 1332(d)(10) provides that "an unincorporated association shall be deemed to be a citizen of the State where it has its principal place of business and the State under whose laws it is organized." Several courts, including this Court, have determined that this provision applies to limited liability companies. *See Coleman v. Chase Home Fin., LLC*, 08-cv-2215(NLH)(JS), 2009 WL 1323598, at \*2-3 (D.N.J. May 11, 2009) (Hillman, J.) (collecting cases).

There is minimal diversity of citizenship between the named Plaintiffs and Defendants in this case, because each Plaintiff is a citizen of a state different from each Defendant:

1. Plaintiff Maureen Stewart is a citizen of the Commonwealth of Pennsylvania.
2. Plaintiff Kelly Lamicella is a citizen of the State of New Jersey.
3. Defendant Beam Global Spirits & Wine LLC is a citizen of the State of Illinois and the State of Delaware, because Beam Inc., its sole member, is incorporated under the laws of the State of Delaware with its principal place of business in the State of Illinois.
4. Defendant Jim Beam Brands Co. is a citizen of the State of Delaware and the State of Illinois, because it is a corporation organized under the laws of the State of Delaware with its principal place of business in the State of Illinois.
5. Defendant Bethenny Frankel is a citizen of the State of New York.

6. Skinny Girl Cocktails LLC is the former name of Defendant SGC Global LLC, which is a Delaware limited liability company with its principal place of business in the State of New York. The members of Defendant SGC Global LLC are as follows:
- (i) Marc D. Taub, a citizen of the State of New York.
  - (ii) David S. Taub, a citizen of the State of New York.
  - (iii) SGC Kanbar LLC, a Delaware limited liability company with its principal place of business in the State of New York. Its members are David Kanbar, a citizen of New York; Albert Roer, a citizen of Colorado; Elliot Menkowitz, a citizen of Pennsylvania; The Roer Family Trust, a citizen of California; Jessica Basso, a citizen of New York; Marc Roer, a citizen of Illinois; Omer Malchin, a citizen of California; Steven Dressler, a citizen of Pennsylvania; and S.Korolnek Holdings, Inc. is 100% owned by 7285604 Canada Inc. (a Canadian Corporation) (which is 100% owned by Stephen Korolnek a Canadian resident).
  - (iv) BB Endeavors LLC, a New York limited liability company with its principal place of business in the State of New York, whose only member is Bethenny Frankel, a citizen of the State of New York.

Dated: April 16, 2012

Respectfully submitted,

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